

EXHIBIT 12

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&
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DATE STAMP & RETURN

January 16, 1998

VIA HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
1919 M Street, N.W.
Room 222
Washington, D.C. 20554

RECEIVED

JAN 16 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: FCC Form 490 Application for Pro Forma Transfer of Control
Assignor: Magnacom Wireless, LLC; Assignee: PCS Plus, Inc.

Name Change Notification
Guam Net, Inc., to PCS Plus Pacific, Inc.

FCC Form 490 Application for Pro Forma Transfer of Control
Assignor: PCS Plus Pacific, Inc.; Assignee: PCS Plus, Inc.

FCC Form 490 Applications for Pro Forma Assignment of Authorization
Assignor: PCS Plus, Inc.; Assignee: PCS Plus Arkansas, Inc.
Assignor: PCS Plus, Inc.; Assignee: PCS Plus Hawaii, Inc.
Assignor: PCS Plus, Inc.; Assignee: PCS Plus Northwest, Inc.
Assignor: PCS Plus, Inc.; Assignee: PCS Plus Southwest, Inc.

Dear Ms. Salas:

On behalf of PCS Plus, Inc. ("PCS Plus") and Magnacom Wireless, LLC ("Magnacom Wireless") transmitted herewith is a paper original and three (3) microfiche copies of the referenced FCC Form 490 pro forma transfer of control of Magnacom Wireless to PCS Plus, FCC Form 490 pro forma transfer of control of PCS Plus Pacific, Inc., to PCS Plus, Inc., and FCC Form 490 pro forma assignment of authorizations from PCS Plus, Inc. to PCS Plus Arkansas, Inc., PCS Plus Hawaii, Inc., PCS Plus Northwest, Inc., and PCS Plus Southwest, Inc. At present, the Commission's rules do not prescribe a filing fee for assignment applications under Part 24, and thus no fee is submitted with this application. These applications represent a three-step pro forma transaction in a corporate structural reorganization. In addition, a change of name notification for Guam Net, Inc., to PCS Plus Pacific, Inc., is also included.

3000 K STREET, N.W. • SUITE 300
WASHINGTON, D.C. 20007-5116

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Ms. Magalie Roman Salas
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Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Phyllis A. Whitten
Nancy Killien Spooner

Enclosures

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GST-WARTA0010221

FCC 490 FEDERAL COMMUNICATIONS COMMISSION Application for Assignment of Authorization or Consent to Transfer of Control of Licensee Commercial Mobile Radio Services Rural Radiotelephone Service	<small>Available in CD 490-010 Form 490-010 For use by licensees and applicants only</small>	FCC Use Only (File Number)
	FCC Use Only	

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
N/A			\$ N/A	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Magnacom Wireless, L.L.C.		T2. Voice Telephone Number (360) 694-9438	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (360) 694-0879	
T5. Mailing Street Address or P.O. Box 4001 Main Street			
T6. City Vancouver		T7. State WA	T8. Zip Code 98663
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy Killien Spooner		T10. Voice Telephone Number (202) 424-7673	
T11. Firm or Company Name Swidler & Berlin, Chartered		T12. Fax Telephone Number (202) 424-7645	
T13. Mailing Street Address or P.O. Box 3000 K Street, N.W. Suite 300			
T14. City Washington,		T15. State DC	T16. Zip Code 20007-5116

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

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AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

T22. Call Sign	T23 Radio Service	T24 Date of Grant	T25 How Obtained	T26. Name of Licensee (as appearing in FCC Records)
KNLF806	CW	11/1/96	CB	Magnacom Wireless, L.L.C.
KNLF809	CW	11/1/96	CB	Magnacom Wireless, L.L.C.
KNLF810	CW	11/1/96	CB	Magnacom Wireless, L.L.C.
KNLF808	CW	11/1/96	CB	Magnacom Wireless, L.L.C.
KNLF807	CW	11/1/96	CB	Magnacom Wireless, L.L.C.
KNLF748	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF752	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF749	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF750	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF751	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF753	CW	10/16/97	VA	Magnacom Wireless, L.L.C.
KNLF996	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG994	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG997	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLH772	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLH773	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG995	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG856	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG998	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG857	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLH751	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLH396	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG858	CW	5/12/97	CB	Magnacom Wireless, L.L.C.
KNLG996	CW	5/12/97	CB	Magnacom Wireless, L.L.C.

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ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred: -	T27	T28.
Shares issued and outstanding	T29.	T30
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee PCS Plus, Inc.		T34. Voice Telephone Number (360) 694-9438	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number (360) 694-0879	
T37. Mailing Street Address or P.O. Box 4001 Main Street			
T38. City Vancouver,		T39. State WA	T40. Zip Code 98663

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee PCS Plus, Inc.		T42. Voice Telephone Number (360) 694-9438	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (360) 694-0879	
T45. Mailing Street Address or P.O. Box 4001 Main Street			
T46. City Vancouver,		T47. State WA	T48. Zip Code 98663

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "Yes", attach certified explaining nature and extent of alien or foreign ownership or control.

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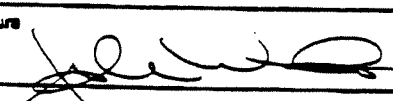
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BASIC QUALIFICATIONS

T54	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	Yes	No
T55	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	No
T56	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	Yes	No
T57	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	Yes	No
T58	Do the undersigned each certify (by responding "Y" to the question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? * See 47 CFR 1.2022(b) for the meaning of "party to the application" for these purposes.	(Y)	Yes	No


ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T59. Typed Name of Person Signing John Warta	T60. Title Managing Member
T61. Signature 	T62. Date 1/12/98

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by licensee or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 28. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorizations, unless the Federal Communications Commission proceeding had or commenced against the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T63. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T64. Typed Name of Person Signing John Warta	T65. Title Director
T66. Signature 	T67. Date 1/12/98

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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